

EXHIBIT A

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

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CERTIFIED COPY

JG Jane GROSSMAN
RS REPORTING Services

CRUMP INSURANCE SERVICES,)
INC.,)

Plaintiff,)

vs.)

No. C-07-4636 MMC

MICHAEL P. McGRATH, an)
individual, ALL RISKS, LTD.,)
a corporation, and Does 1)
through 50, inclusive,)

Defendants.)

DEPOSITION OF MICHAEL P. McGRATH

Volume II

(Pages 200 through 274)

June 10, 2008

Taken before JANE GROSSMAN

CSR No. 5225

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1 conclusion. It's vague, ambiguous.

2 MR. ASKANAS: Q. What I mean by a "duty to
3 loyalty" is to act in Crump's best interests.

4 A. While I was where?

5 Q. Working at Crump.

6 A. Yes.

7 Q. You seem unequivocal about that.

8 A. Why wouldn't I be?

9 Q. Is it fair to say that in May 2007 -- would it
10 be accurate to say in May 2007, you assisted All Risks
11 in recruiting Cynthia Marty?

12 MS. RUTTER: Objection. Calls for a legal
13 conclusion; it's vague, ambiguous.

14 THE WITNESS: Would it be accurate?

15 MR. ASKANAS: Q. Yes.

16 A. No, that's not accurate.

17 Q. How much have you been compensated at
18 All Risks including salary, signing bonus, any other
19 bonuses or benefits?

20 MS. RUTTER: I instruct the witness not to
21 answer.

22 That's private information.

23 MR. ASKANAS: Compensation at a competitor
24 may constitute unjust enrichment under *Morlife*,
25 M-o-r-l-i-f-e.

1 intelligent.

2 How were you paid when you joined All Risks?

3 A. Salary.

4 Q. Was there any other component other than
5 salary?

6 A. No.

7 Q. Was there any discussion with regard to how
8 you would receive your salary or what your salary would
9 be based on?

10 A. No.

11 Q. Was any of your compensation determined by the
12 amount of revenues you generated?

13 A. No.

14 Q. Was any of Ms. Marty's compensation determined
15 by any of the revenues that you generated?

16 MS. RUTTER: Lacks foundation, calls for
17 speculation.

18 THE WITNESS: Don't know.

19 MR. ASKANAS: Q. How was her compensation
20 determined -- do you know? -- when she joined All Risks?

21 A. I don't know.

22 MS. RUTTER: Objection. Lacks foundation,
23 calls for speculation.

24 MR. ASKANAS: Q. While at Crump, did you have
25 any understanding as to what restrictions you had

1 And I just laughed about it.

2 Q. And is that the only reason why you didn't use
3 that information when you moved to All Risks for the
4 Alecta business, because the quote was just wrong?

5 A. I wasn't -- why I used it?

6 Q. You had a quote, right, and you thought the
7 quote was terrible?

8 A. Yes.

9 Q. If the quote had been accurate, would you have
10 used it when you moved to All Risks?

11 MS. RUTTER: Calls for speculation, vague and
12 ambiguous.

13 THE WITNESS: If it was accurate?

14 MR. ASKANAS: Q. Yes. If it was something
15 presentable, if you thought it was a good quote?

16 A. Oh, if it was a good quote?

17 Q. Yes.

18 A. And I was able to achieve a broker-of-record
19 letter while I was at All Risks?

20 Q. Yes.

21 A. Sure, I would have used it; absolutely.

22 Q. Even though the quote had been sent to you at
23 Crump?

24 MS. RUTTER: It's not proprietary information,
25 Counsel. That's the whole point.

1 MR. ASKANAS: Q. I mean, you wouldn't have
2 had any problem using --

3 (Addressing counsel) Don't testify.

4 MS. RUTTER: It's just so ridiculous, it's
5 amazing.

6 MR. ASKANAS: Well, it's not -- we're going to
7 have to live together for quite a while because the case
8 is not settling, despite your hope that it will. So, we
9 might as well --

10 MS. RUTTER: My hope that it will?

11 MR. ASKANAS: We might as well be civil to
12 each other.

13 MS. RUTTER: Believe me, I have every reason
14 to know that this case will continue. So, I'm prepared
15 to do that.

16 MR. ASKANAS: Okay, good.

17 MS. RUTTER: I don't know if there's a
18 question pending.

19 MR. ASKANAS: Q. Let me ask you this --

20 MS. RUTTER: It's been a long day.

21 MR. ASKANAS: Q. Let me ask you this: Do you
22 have an understanding of what All Risks considers
23 confidential information?

24 MS. RUTTER: Objection to the extent it calls
25 for a legal conclusion.

1 MR. ASKANAS: I'm just asking him.

2 Q. Let me ask you this: When you were at Crump,
3 did you have any idea what Crump considered to be
4 confidential information?

5 MS. RUTTER: Same objections.

6 THE WITNESS: No.

7 MR. ASKANAS: Q. Or what they considered to
8 be proprietary information?

9 MS. RUTTER: Same objections.

10 THE WITNESS: No.

11 MR. ASKANAS: Q. So, I want to make sure I'm
12 clear here.

13 As a Crump employee, you have no idea what
14 Crump considers to be -- what Crump considered to be
15 confidential information?

16 MS. RUTTER: Given that it was all public,
17 that would be correct.

18 MR. ASKANAS: Q. Is that your testimony
19 today?

20 MS. RUTTER: Objection. Calls for a legal
21 conclusion, vague, ambiguous, and to the extent it's
22 cumulative.

23 THE WITNESS: Repeat your question, please.

24 MR. ASKANAS: Q. While you were a Crump
25 employee, is it your testimony today, Mr. McGrath, that

1 you did not know what Crump considered to be
2 confidential information?

3 MS. RUTTER: Objection to the extent it's
4 overbroad, it's cumulative, and to the extent it calls
5 for a legal conclusion.

6 MR. ASKANAS: Q. You can answer the
7 question.

8 A. I'm sorry. "Is it your testimony" --

9 MR. ASKANAS: (Addressing the reporter) Can
10 you repeat the question to the witness?

11 (Whereupon, the record was read as follows:

12 "Question: While you were a Crump
13 employee, is it your testimony today,
14 Mr. McGrath, that you did not know what
15 Crump considered to be confidential
16 information?")

17 THE WITNESS: Correct, I did not know what was
18 confidential information.

19 MR. ASKANAS: Q. Now, your attorney just
20 testified that -- she said it was not confidential
21 information because it was all public record, that it
22 was all publicly available.

23 Was that your understanding, that none of this
24 was confidential information because it was all publicly
25 available?

1 MS. RUTTER: None of what?

2 It's vague and ambiguous.

3 THE WITNESS: As far as information?

4 MR. ASKANAS: Q. Any information. That Crump
5 had no confidential information because any information
6 it had was all publicly available. That's what your
7 attorney just testified.

8 A. Everything is public.

9 Q. So, based on that, there is no confidential
10 information at Crump? That's your testimony?

11 MS. RUTTER: It's overbroad. It calls for a
12 legal conclusion.

13 THE WITNESS: Correct.

14 MR. ASKANAS: Q. All right. And is that true
15 at All Risks also?

16 MS. RUTTER: Same objections.

17 THE WITNESS: I would think so, yeah.

18 MR. ASKANAS: Q. All Risks has no
19 confidential information? It's all publicly available?
20 Is that your testimony?

21 MS. RUTTER: It's overbroad; it's vague and
22 ambiguous; it calls for a legal conclusion.

23 MR. ASKANAS: Q. Is that your testimony
24 today?

25 A. Yeah, I don't think anything is confidential.

CERTIFICATE OF REPORTER

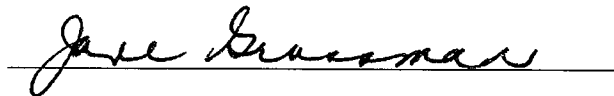
I, JANE GROSSMAN, a Certified Shorthand Reporter, hereby certify that the witness in the foregoing deposition was by me duly sworn to tell the truth, the whole truth, and nothing but the truth in the within-entitled cause;

That said deposition is a true record and was taken in shorthand by me, a disinterested person, at the time and place therein stated, and that the testimony of said witness was thereafter reduced to typewriting, by computer, under my direction and supervision;

That before completion of the deposition, review of the transcript [X] was [] was not requested. If requested, any changes made by the deponent (and provided to the reporter) during the period allowed are appended hereto.

I further certify that I am not of counsel or attorney for any of the parties to the said deposition, nor in any way interested in the events of this cause, and that I am not related to any of the parties thereto.

Dated: June 19, 2008

A handwritten signature in cursive script, appearing to read "Jane Grossman", is written over a horizontal line.

JANE GROSSMAN, CSR No. 5225